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PLAINTIFFS

UNITED STATES OF AMERICA (EPA)

DEFENDANTS

ASARCO, INC.

Environmental Matter (CERCLA)

CAUSE

(CITE THE U.S. CIVIL STATUTE UNDER WHICH THE CASE
IS FILED AND WRITE A BRIEF STATEMENT OF CAUSE)

ATTORNEYS

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Billings, MT 59103
(406) 657-6101

Peter W. Downing, Scott S. Barker, Cynthia S. Leap
Holland and Hart
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555 Seventeenth Street
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for ASARCO

Michael D. Goodstein
Environmental Enforcement Section
U.S. Department of Justice
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(202) 514-1111

CLOSED: 2-27-90 *me*

<input type="checkbox"/> CHECK HERE IF CASE WAS FILED IN FORMA PAUPERIS	FILING FEES PAID			STATISTICAL CARDS	
	DATE	RECEIPT NUMBER	C.D. NUMBER	CARD	DATE MAILED
	9-11-90	N/A USA exempt		JS-5	10-90
				JS-6	

DATE	NR.	UNITED STATES (EPA) v. ASARCO, INC. PROCEEDINGS CV-90-46-H-CCL
9-11-90	-- 1	CIVIL COVER SHEET COMPLAINT
	--	SUMMONS issued, handed 0 + 3 along w/2 conformed copy of complaint & form 285 to USM for service.
	--	LODGED Consent Decree
9-20-90	2	SUMMONS issued to ASARCO returned as served on William O. Hart on 9-14-90.
10-5-90	3	JOINT MOTION FOR STY signed by cnsl of record w/cs. dm
	--	LODGED proposed order for stay. dm
10/12/90	4	ORDER that this action is stayed until further order of the court. Nothing herein shall prevent either party from moving to lift the stay upon a showing of good cause cc: Stewart, Holland & Hart, Gallagher, CCL (bf)
11-20-90	5	USA & ASARCO's motion for entry of consent decreesigned by cnsl of record. dm + <i>separately bound attachments.</i>
		<i>Entire Enter Consent Decree</i>
		<i>page 1</i>
12-27-90	6	ORDER - the mtn for entry of the consent decree is GRANTED. Copies to Gallinger, Downing, Goldstein, CCL, Tami.
12-27-90	7	1/ CONSENT DECREE. J/O Book, Vol 9, Page 9. Copies to Gallinger, Downing, Goldstein. dm
		<i>Filed Enter</i>
4/5/95	8	STIP OF COMPROMISE AND APPVL, re US and ASARCO agree to settle potential stipulated penalties claim of US agnst ASARCO under consent decree entered 12/27/90. W/in 30 days of appvl of this stip, ASARCO shall pay \$3,000 to US in full and complete satisfaction of any potential clam of US agnst ASARCO for stip penalties under consent decree re Bill No 4T033. cc: Gallinger, Goodstein, Althoff gr
9/23/96	-	File Sent to Records Center, 021-97-0011, Box 7
2/9/04	-	File requested from Rec Center to copy docs.
3/20/04	-	File returned to Rec Center.
4/28/10	9	Stipulation to Substitute Parties In 1990 Consent Decree; lodged Order
5/3/10	10	Order granting Stip to Substitute Parties

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LODGED

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MONTANA
MISSOULA DIVISION

UNITED STATES OF AMERICA,
STATE OF MONTANA,

Plaintiffs,

v.

ASARCO INCORPORATED,

Defendant.

CIVIL ACTION NO.:
CV 90-46-H-CCL

STIPULATION OF COMPROMISE

Plaintiff United States of America and Defendant ASARCO Incorporated hereby agree to settle a potential stipulated penalties claim of the United States against ASARCO Incorporated ("Asarco") under the consent decree entered by the Court on December 27, 1990.

Pursuant to the consent decree, on March 20, 1994, Asarco received Bill No. 4T033 from the U.S. Environmental Protection Agency for reimbursement of costs incurred under the decree by the United States from January 1, 1993 through December 31, 1993 in the amount of \$277,785.80. In accordance with the consent

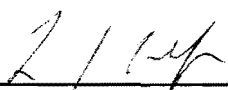
decree Bill No. 4T033 requested payment by Asarco within thirty days of receipt; Asarco mistakenly calculated the due date and disputed the entire \$277,785.80 pursuant to the dispute resolution provisions of the consent decree by letter dated April 21, 1994. Asarco ultimately paid the full amount, including accrued interest, by June 13, 1994. The United States contends that the delay in payment by Asarco of Bill 4T033 subjects Asarco to certain stipulated penalties under the consent decree. Asarco contends that it is not subject to such stipulated penalties. Without any admissions of law or fact, the United States and Asarco agree to resolve the potential claim for stipulated penalties of the United States as follows:

Within thirty (30) days of approval of this Stipulation of Compromise by the Court, Asarco shall pay three thousand dollars (\$3,000) to the United States in full and complete satisfaction of any potential claim of the United States against Asarco for stipulated penalties under the consent decree regarding Bill No. 4T033. Said payment shall be made in accordance with Paragraph F. of Section XV (Stipulated Penalties) of the consent decree.

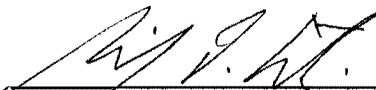
Wherefore, the United States and Asarco jointly request that this Stipulation of Compromise be approved by the Court.

Respectfully submitted,

On behalf of the United States:



LOIS J. SCHIFFER
Assistant Attorney General
Environment and Natural Resources
Division



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SHERRY SCHEEL MATTEUCCI
United States Attorney
District of Montana



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On behalf of ASARCO Incorporated:

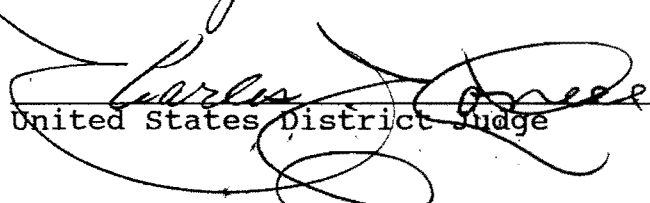
HOLLAND & HART
Attorneys at Law



MARGARET ALTHOFF
P.O. Box 8749
Denver, Colorado 80201-8749
(303) 295-8486

DATED: April 4, 1995

APPROVED THIS 4th DAY OF April, 1995.



United States District Judge

LODGED

APR 28 2010

PATRICK E. DUFFY, CLERK
By DEPUTY CLERK, HELENA IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MONTANA

FILED

MAY 03 2010

PATRICK E. DUFFY, CLERK
By #10 Red
DEPUTY CLERK, HELENA

UNITED STATES OF AMERICA,)

Plaintiff,)

v.)

ASARCO INCORPORATED,)

Defendant.)

Civil Action No. CV-90-46-H-CCL

**ORDER GRANTING STIPULATION TO SUBSTITUTE PARTIES IN 1990
CONSENT DECREE**

Upon consideration of the Parties' Joint Motion and Stipulated Order to Amend 1990 Consent Decree to Substitute Parties (the "Motion") and it appearing that the Court has jurisdiction over this matter,

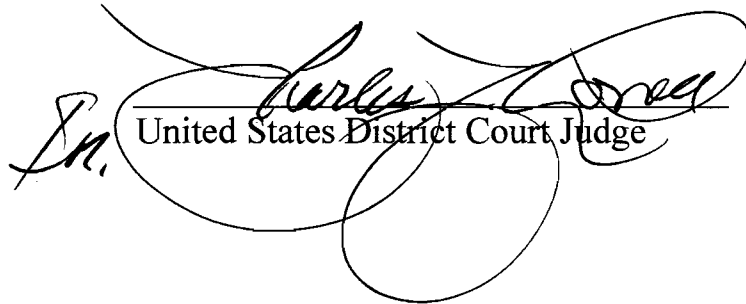
IT IS ORDERED that the Motion is GRANTED and the 1990 Consent Decree is amended to:

1. Substitute Montana Environmental Trust Group, LLC (not individually but solely in its representative capacity as Custodial Trustee of the Custodial Trust) for ASARCO Inc. and ASARCO LLC in the 1998 Consent Decree, and

2. Remove ASARCO Inc. and ASARCO LLC as parties to the 1990 Consent Decree, under which ASARCO Inc. and ASARCO LLC will not longer be liable.

IT IS SO ORDERED.

Dated: 3 May, 2010


United States District Court Judge

C: Gregory Evans
Cynthia Brooks
Marc Weinreich
Elliot Rockler
Reif Johnson

FILED

APR 28 2010

JOHN C. CRUDEN
Deputy Assistant Attorney General
Environment and Natural Resources Division
United States Department of Justice

PATRICK E. DUFFY, CLERK
By *HE*
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Attorneys for the United States

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MONTANA
MISSOULA DIVISION

UNITED STATES OF AMERICA,)
Plaintiff,)
v.)
ASARCO INCORPORATED,)
Defendant.)

Civil Action No. CV-90-46-H-CCL

STIPULATION TO SUBSTITUTE PARTIES IN 1990 CONSENT DECREE

The plaintiff, United States of America, the defendant, ASARCO, and the Montana Environmental Trust Group, LLC, not individually but solely in its representative capacity as Trustee of the Montana Environmental Custodial Trust (the “Trustee of the Custodial Trust”), in contemplation of the termination of the 1990 Consent Decree and in furtherance of the settlement reached in ASARCO’s bankruptcy proceeding, stipulate and agree to the substitution of the Trustee of the Custodial Trust for the benefit of the Plaintiff and the State of Montana, for ASARCO in the above captioned case as follows:

The United States of America filed a complaint in this matter against ASARCO¹ under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”), seeking injunctive relief and recovery of response costs in connection with the East Helena Site owned and operated by ASARCO. An order granting the joint motion for entry of a consent decree was issued by the Court on December 27, 1990 (“1990 Consent Decree”).

On August 9, 2005, ASARCO filed a petition under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of

¹ ASARCO Inc. changed its name to ASARCO LLC in 2005. All references to “ASARCO” refer to ASARCO Inc., ASARCO LLC, or both, as appropriate.

Texas ("Bankruptcy Court") in a pending case jointly administered as Case No. 05-21207 (together with all jointly administered cases, the "Bankruptcy Case").

The United States filed claims and protective claims in the Bankruptcy Case relating to ASARCO's environmental liabilities under the 1990 Consent Decree. ASARCO and the United States have agreed upon a settlement of these claims and protective claims.

The settlement includes the East Helena Site and provides for the establishment of the Custodial Trust under the confirmation of a plan of reorganization. On the Effective Date, as that term is defined in the applicable documents, title to various property was transferred to the Custodial Trust and the Custodial Trust was funded in the amount of the agreed upon settlement. Upon transfer of title and funding, the trust was made the owner of the property and is now liable for completion of environmental tasks with respect to the property solely to the extent of available funds in the East Helena Designated Property Custodial Trust Cleanup Account under the settlement agreement and realty resources comprising the East Helena Designated Property. ASARCO is no longer liable for any tasks remaining under the 1990 Consent Decree. One of the terms of the settlement agreement states that ASARCO shall be removed as a party to the 1990 Consent Decree on the Effective Date.

On November 13, 2009, the district court presiding over the Bankruptcy Case entered an order, as modified on December 3, 2009, confirming the plan of reorganization submitted by ASARCO's parent, ASARCO Incorporated and Americas Mining Corporation. The Effective Date occurred on December 9, 2009.

Based on the above, ASARCO, the United States of America, and the Trustee of the Custodial Trust hereby stipulate and request that this Court enter an order directing that:

1. Montana Environmental Trust Group, LLC (not individually but solely in its representative capacity as Trustee of the Montana Environmental Custodial Trust) is substituted for ASARCO in the 1990 Consent Decree for the benefit of the United States and the State of Montana; and
2. ASARCO is removed as a party to the 1990 Consent Decree and will no longer be liable for any tasks remaining thereunder.

Respectfully submitted this 27th day of April 2010.

FOR THE PLAINTIFF THE UNITED STATES OF AMERICA:

By: Elliot M. Rockler Date: 4/27/10

Elliot M. Rockler

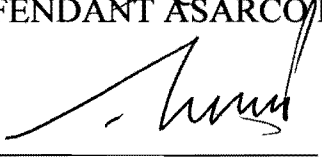
Trial Attorney

Environmental Enforcement Section

Environment and Natural Resources Division

United States Department of Justice

FOR THE DEFENDANT ASARCO LLC:

By:  Date: January 4, 2010
Manuel E. Ramos
Chief Executive Officer and President

By:  Date: January 4, 2010
Oscar Gonzalez Barron
Vice President, Chief Financial Officer

FOR THE CUSTODIAL TRUST:

Montana Environmental Trust Group, LLC, not individually but solely in its representative capacity as Trustee of the Montana Environmental Custodial Trust

By: Greenfield Environmental Trust Group, Inc., Member

By: Cynthia Brooks Date: 4/8/10
Cynthia Brooks, not individually but solely as President

CERTIFICATE OF SERVICE

I hereby certify that on April 27, 2010 the foregoing STIPULATION TO SUBSTITUTE PARTIES IN 1990 CONSENT DECREE and proposed Order were electronically served upon the following:

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Counsel for the United States